

# **Cameron Veteran's Memorial Golf Club, Incorporated Bylaws**

## **Article I - Name and Purpose**

Section 1: The name of the organization shall be the Cameron Veteran's Memorial Golf Club, Inc. ("the Club") and is a not for profit corporation of the state of Missouri.

Section 2: The Club is organized for the purpose of education and training of its members and such others as may be provided for within these bylaws, in golf and other wholesome outdoor sports, games and recreations and the owning and rental of land, buildings and paraphernalia incident thereto. The organization has not been formed for the making of any profit or personal gain. The assets and income of the organization shall not be distributable to, or for the benefit of the directors, officers or members. The assets and income shall only be used to promote corporate purposes as described below.

## **Article II – Membership**

Section 1: The membership to the Club is open to all persons.

Section 2: The Board of Directors shall from time to time establish membership categories, dues structures and payment schedules as deemed necessary to the benefit of the club and its members.

Section 3: Membership dues and assessments become due and payable January 1 of each year.

Section 4: Players residing within the Cameron R-1 School District may play after paying the appropriate green fees, but no more than three (3) times, excluding tournaments, in any calendar year.

## **Article III – Meetings**

Section 1: The Board of Directors will call an annual meeting of the membership to be held during the first quarter of each calendar year.

Section 2: The Board of Directors may call a special meeting of the members at any time.

Section 3: The Board of Directors upon receipt of a petition signed by thirty (30) members shall call a meeting in compliance with petition.

Section 4: The Board of Directors may be called to meet when business of the club demand but no less than ten (10) monthly meetings each calendar year. Special meetings

may be called by the President of the Board or any two (2) members of the board. Each member of the board must be given Three (3) days notification of said meeting.

Section 5: The secretary will provide meeting notification by a posting at the clubhouse as follows:

Annual membership meeting – Fifteen (15) days prior to the meeting date.

Special meeting – Three (3) days prior to the meeting date. The purpose of the meeting shall be included in the notification. No other business may be acted upon unless unanimously agreed to by the members present.

Board of Directors meeting – Three (3) days prior to the meeting date.

#### **Article IV – Quorum**

Section 1: Fifteen (15) members shall constitute a quorum for the transaction of any business at any regular or special meeting of the members.

Section 2: When less than thirty (30) members are present the affirmative vote of not less than three-fourths of those present shall be necessary to adopt any measure or pass any resolution. Where thirty (30) or more are present a majority shall control all matters herein stated.

Section 3: A majority of the Board of Directors or committee members will constitute a quorum for the transaction of any business at any regular or special meeting of the members.

Section 4: All voting shall be done in person. No proxies shall be allowed in any Member, Board of Directors or Committee meeting.

#### **Article V – Board of Directors**

Section 1: The Board of Directors shall have charge and direction of the business of the Club and shall have the power to fill any vacancies which may arise from any cause and in any office during the year. The appointed officer/director shall serve the balance of the term of their predecessor.

Section 2: They shall have the power to fix, alter, amend and enforce such rules, not inconsistent with the Bylaws of the Club.

Section 3: The Board of Directors shall consist of the officers and three (3) Directors. The directors will be elected at the annual membership meeting. One (1) director shall be elected each year and will serve a term of three (3) years.

Section 4: The Board of Directors shall approve the annual budget of the Club during the first quarter of each calendar year.

Section 5: The Board of Directors shall have the power to suspend or expel any member for conduct incompatible with the interest of the Club and its members upon giving such member reasonable written notice of the charges and the opportunity of a hearing.

Section 6: The Board of Directors shall employ and discharge management employees of the Club and shall prescribe their duties and compensation. They shall direct the club management to manage their area of responsibilities which includes the employment and discharge of personnel.

Section 7: The Board of Directors shall serve without pay or other compensation.

Section 8: The Board shall discharge its duties with respect to personnel, organizational and any other matters without regard to age, sex, race, color, creed, sexual orientation, or the national origin of any person.

## **Article VI – Officers**

Section 1: The Officers shall consist of a President, Vice President, Secretary and Treasurer.

Section 2: Duties of the officers:

President – The President shall preside at all membership meetings and by virtue of his office shall be Chairman of the Board of Directors. He shall present at each annual meeting of the club an annual report of the activities of the club. The President shall appoint all committees, temporary and permanent. He/she shall see that all books, reports, licenses and certificates required by law all properly kept and or filed. He/she shall be one of the officers who may sign checks and drafts of the club. He/she shall have powers as may reasonably be construed as belonging to the chief executive officer of any organization.

Vice President – The Vice President shall in the event of the absence or inability of the President to exercise his/her office become the acting President with all the rights, privileges and powers as if he/she had been duly elected President.

Secretary – The Secretary shall give notice of all meetings of the Board of Directors and membership meetings, shall keep an accurate list of the directors, and shall certify any records, or copies of records, as the official records of the club. The Secretary shall maintain the minutes of the Board of Directors meetings, membership meetings and committee meetings.

Treasurer - The treasurer shall be responsible for conducting the financial affairs of the club as directed and authorized by the Board of Directors, and shall make reports of the Clubs finances as required , but no less often than at each meeting of the Board of

Directors. He/she shall be one of the officers who may sign checks and drafts of the club. The treasurer with approval of the Board of Directors may retain the services of an outside accountant for bookkeeping, audit and tax preparation services.

Section 3: Term of Office: The officers shall be elected at the annual membership meeting. Each officer shall serve a one year term or until a successor has been elected.

Section 4: All officers by virtue of their office will serve as a member of the Board of Directors.

## **Article VII – Committees**

Section 1: The President, by and with the advice and consent of the Board of Directors, shall appoint to the following standing committees up to four (4) members each. The committee chairman shall be a member of the Board of Directors and the other members can be either board members or at large members in good standing.

Section 2: The standing committees will be as follows:

Grounds and greens committee shall have general supervision of all golf activities, improve the course and formulate and enforce special rules that may be necessary for the proper care and use of the golf grounds.

Membership committee shall be empowered to solicit members to keep the Club at its maximum strength.

Section 3: The President, by and with the advice and consent of the Board of Directors may establish additional standing committees and or temporary committees as deemed necessary to the benefit of the club and its members

Section 4: No committee shall contract any indebtedness without the consent of the Board of Directors.

## **Article VIII – Assessments**

Section 1: The Board of Directors may levy assessments for the upkeep, promotion and operation of the Club, but no annual assessment shall at any time equal more than one half of the member's annual dues. Such assessments are payable within 30 days from the date of being levied, or at such other time as the Board may direct.

## **Article IX – Fiscal Policies**

Section 1: The Club's fiscal year shall be the calendar year.

Section 2: The Board of Directors may not obligate the Club for a total loan liability equal to an amount greater than fifty (50) % of the annual income from the prior year without approval of the membership through a vote at the annual or a special membership meeting.

Section 3: The Board of Directors shall at each regular board meeting review all invoices paid in the period since the last review. The purpose of this review will be to give the Managers and treasurer guidance for future action.

### **Article X – Amendments to the Bylaws**

Section 1: The Board of Directors may amend these bylaws upon the following conditions: The amendment must be presented in writing and receive a two thirds vote of all of the Board. The Secretary shall then cause the proposed amendment to be posted on the bulletin board at the golf course. If at the end of seven (7) days after the passing and posting, a protest in writing, signed by less not less than fifteen (15) members in good standing shall not have been filed with the Secretary, The amendment shall be part of the bylaws; however if a protest is filed the action of the Board is void, except the Board can call a meeting of the members where a majority vote of those present will be necessary to approve the amendment. Such meeting must meet the requirements for a quorum.

### **Article XI – Nullify Acts**

Section 1: The members voting in regular convened session may nullify any order or edict by the Board of Directors, with a percentage of votes as set forth under Article IV.

### **Article XII – Dissolution**

Section 1: In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

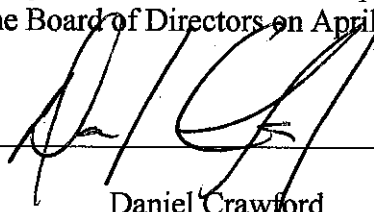
All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to an organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to a charitable and educational organization under Section 501 (c) of the Internal Revenue Code, of a similar or like nature to this organization, as determined by the Board of Directors.

### **Article XIII – Conflict of Interest**

Section 1: Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

We certify that the foregoing is a true and correct copy of the bylaws of the above named corporation, duly approved by a vote of the membership on April 23, 2015, and adopted by the Board of Directors on April 26, 2015

President:

  
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Daniel Crawford

Vice President:

  
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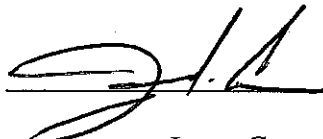
Richard Riddell

Secretary:

  
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Julie Blackwell

Treasurer:

  
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Jason Cross